

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

In the matter of the application of

THE BANK OF NEW YORK MELLON
(as Trustee under various Pooling and Servicing
Agreements and Indenture Trustee under various
Indentures), et al.,

Petitioners,

-against-

WALNUT PLACE LLC, et al.,

Respondents,

for an order, pursuant to CPLR § 7701, seeking
judicial instruction and approval of a proposed
settlement.

Case No. 11 CV 5988-WHP

Hon. William H. Pauley

ECF Case

**INITIAL DISCLOSURES BY INTERVENOR-RESPONDENT
FEDERAL HOME LOAN BANK OF PITTSBURGH**

Pursuant to Federal Rule of Civil Procedure 26(a)(1) and the Scheduling Order dated November 4, 2011, Intervenor-Respondents Federal Home Loan Bank of Pittsburgh ("Pittsburgh FHLB") its undersigned counsel, makes the following initial disclosures to the Petitioners in this action.

These disclosures are based on information presently known and reasonably available to Pittsburgh FHLB and which it reasonably believes it may use in this action. The Pittsburgh FHLB may amend these initial disclosures because of continuing investigation and discovery, and therefore reserves the right to supplement these initial disclosures.

By providing these disclosures, Pittsburgh FHLB does not represent that it is

identifying every document, tangible thing, or witness possibly relevant to this action. In addition, these disclosures are made without Pittsburgh FHLB in any way waiving its rights to object to any discovery request or proceeding involving or relating to the subject matter of these disclosures on any grounds. Furthermore, these disclosures are not an admission by Pittsburgh FHLB regarding any matter.

1. Individuals likely to have discoverable information

This proceeding relates only to the Bank of New York Mellon's ("BNYM's") conduct in entering into a settlement agreement with Bank of America Corporation ("Bank of America") and Countrywide Home Loans, Inc., Park Granada LLC, Park Monaco Inc., and Park Sienna LLC (collectively, "Countrywide"), and the fairness of the settlement agreement. Therefore, individuals who are likely to have discoverable information are the employees, agents, and representatives of BNYM, Bank of America, and Countrywide who have knowledge of the 530 trusts (the "Trusts") on behalf of which the settlement purportedly was reached, the loans backing the Trusts, the servicing of the loans, and the negotiation of the settlement. Other persons with knowledge are the Institutional Investors who participated in the negotiation of the settlement.

2. Description of documents

The only documents, electronically stored information, or tangible things in the possession, custody, or control of Pittsburgh FHLB that are relevant to this action are documents that establish its holdings of securities issued by the Trusts. Documents and other information relating to this proceeding in the possession, custody, and control of BNYM, Bank of America, Countrywide, and the Institutional Investors include, but are not limited to: (1) documents that pertain to the negotiation and evaluation of the

settlement, or that otherwise pertain to the settlement; (2) documents pertaining to the collateral backing the Trusts or the servicing of that collateral; (3) any and all information pertaining to the Trusts that was provided to or evaluated by BNYM in connection with the settlement, and (4) any and all information pertaining to the Trusts that was not provided to or evaluated by BNYM in connection with the settlement, but is relevant to the fairness and adequacy of the settlement.

3. Computation of damages

Pittsburgh FHLB does not seek recovery of damages from BNYM at this time, and instead intervened in this proceeding in order to obtain sufficient information to evaluate the fairness of the settlement. Pittsburgh FHLB reserves the right to assert any and all necessary and appropriate claims for relief in this proceeding, and will supplement its disclosures to the extent necessary.

4. Insurance

Pittsburgh FHLB is not aware of potential insurance coverage claims related to this action.

Dated: November 18, 2011

Respectfully submitted,

By: Heather Y. Fong
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Thomas B. Hatch (*pro hac vice*)
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